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High River Limited Partnership and their affiliates*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

CIT GROUP INC. and
CIT GROUP FUNDING COMPANY
OF DELAWARE LLC,

Debtors.

Chapter 11

Case No. 09-16565 (ALG)

(Jointly Administered)

**NOTICE OF APPEARANCE AND
DEMAND FOR NOTICES AND PAPERS**

PLEASE TAKE NOTICE that Icahn Partners LP, Icahn Partners Master Fund, LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP, High River Limited Partnership and their affiliates (collectively, the "Icahn Parties"), as creditors and parties-in-interest in the above-captioned cases, hereby appear by and through their counsel, Sonnenschein Nath & Rosenthal, LLP; such counsel hereby enters its appearance pursuant to Section 1109(b) of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and such counsel hereby requests, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and Sections 342 and 1109(b) of the Bankruptcy Code, that copies of all

notices and pleadings given or filed in the above-captioned cases be given and served upon the following persons at the following addresses:

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PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules and sections of the Bankruptcy Code specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise filed or made with regard to the above-captioned cases and proceedings therein.

PLEASE TAKE FURTHER NOTICE that, neither this Notice of Appearance nor any later appearance, pleading, claim, or suit shall waive: (i) the Icahn Parties' rights to have orders in non-core matters entered only after *de novo* review by a District Judge; (ii) the Icahn Parties' rights to trial by jury in any proceeding so triable in these cases or in any case, controversy, or proceeding related to these cases; (iii) the Icahn Parties' rights to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims,

actions, setoffs, or recoupments to which the Icahn Parties are or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoff, and recoupments are expressly reserved.

Dated: November 16, 2009
New York, New York

SONNENSCHN NATH & ROSENTHAL LLP

/s/ Peter D. Wolfson

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LP, Icahn Partners Master Fund III LP, High River
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CERTIFICATE OF SERVICE

Peter D. Wolfson, an attorney, certifies that on the 16th day of November 2009, he caused the Notice of Appearance and Demand for Notices and Papers to be electronically served via the court's CM/ECF filing system and served on the following addressees via U.S. mail:

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Dated: November 16, 2009
New York, New York

/s/ Peter D. Wolfson
Peter D. Wolfson